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Grand Trunk Rail System

Law Department

131 West Lafayette Blvd.
Detroit, Michigan 48226
(313) 962-2260

RECORDATION NO. 6534-2
AUG 11 1982 -2 12 PM
INTERSTATE COMMERCE COMMISSION

2-223A013
AUG 11 1982
10.00

August 9, 1982
File No. 352

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mrs. Mergenovich:

Re: ICC Recordation No. 6534

Enclosed for recordation with the Interstate Commerce Commission are counterparts of an Agreement for Redesignation of Railroad Car Numbers dated as of August 3, 1982. The equipment which is the subject of this agreement has been recorded with the ICC pursuant to the terms of an equipment lease, assignment, chattel mortgage and security agreement all dated as of March 1, 1972. They were recorded with the ICC under the recordation No. 6534 on March 30, 1972. This is a secondary document.

The parties to the Agreement for Redesignation of Railroad Car Numbers are:

Lessor: Trust Company for USL, Inc.
c/o United States Leasing International, Inc.
633 Battery Street
San Francisco, California 94111

Lessee: Grand Trunk Western Railroad Company
131 West Lafayette Boulevard
Detroit, Michigan 48226

The equipment subject to the Agreement for Redesignation of Railroad Car Numbers is as follows: flat cars in the series CNA 702906 to 702922, both inclusive, and CNA 702924 to 702951, both inclusive, to be renumbered to the series CNA 703022 to 703066, both inclusive.

AUG 11 2 49 PM '82

Mrs. Agatha L. Mergenovich
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Also enclosed is our check No. 660 in the amount of \$10 for filing this document as a secondary document. Please accept one counterpart of the agreement for filing, stamp the remaining with your recordation number and return them with your fee receipt to the undersigned.

Sincerely,



Mary P. Sclawy
Attorney

MPS:dkh

Enc.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

August 11, 1982

Mary P. Sclawy, Atty.
Grand Trunk Rail System
Law Department
131 West Lafayette Blvd.
Detroit, Michigan 48226

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/11/82 at 2:55PM, and assigned re-recording number(s). 6534-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 6534-D FILED 1425

AUG 11 1982 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT FOR REDESIGNATION
OF RAILROAD CAR NUMBERS

ICC File No.: 6534

ICC Filing Date: March 30, 1972

Trust Company for USL, Inc., not in its individual capacity but as Trustee under a Trust Agreement dated as of September 8, 1971, and Grand Trunk Western Railroad Company, as Lessor and Lessee respectively, are parties to an Equipment Lease, Assignment, Chattel Mortgage and Security Agreement, dated as of March 1, 1972.

Pursuant to Section 4.2 of said Agreement Lessor and Lessee hereby agree that Lessee may renumber certain flat cars subject to said Agreement from CNA 702906-702922 and CNA 702924-702951, all inclusive, to CNA 703022-703066, to both inclusive.

Executed on behalf of the parties hereto on August 3, 1982.

Attest:

Hess Wakeman
Vice President

TRUST COMPANY FOR USL, INC.,
not in its individual capacity
but as Trustee under a Trust
Agreement dated as of September
8, 1971

(Seal)

By: [Signature]

Its. Secretary

Attest:

E. S. Fontaine

GRAND TRUNK WESTERN RAILROAD COMPANY

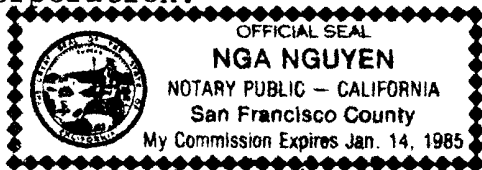
By: [Signature]

Its. V.P. Administration

(Seal)

STATE OF CALIFORNIA)
) SS
CITY & COUNTY OF SAN FRANCISCO)

On this 3rd day of August, 1981, before me personally appeared Peter Ashby, to me personally known, who being by me duly sworn says that he is Secretary of TRUST COMPANY FOR USL, INC.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires: Nga Nguyen

(seal)

STATE OF MICHIGAN)
) SS
COUNTY OF WAYNE)

On this 29th day of July, 1982, appeared W. Glavin, to me personally known, who being by me duly sworn, says that he is a Vice President of GRAND TRUNK WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commissions expires: _____

J. Isabelle Matusko
J. ISABELLE MATUSKO
Notary Public, Oakland County, Michigan
Acting in Wayne County, Michigan
My Commission Expires March 14, 1983